

ORIGINAL

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:) **Chapter 11**
)
W. R. GRACE & CO., et al.,¹) **Case No. 01-1139 (JJF)**
) **(Jointly Administered)**
)
Debtors.)

STATE OF ILLINOIS)
) ss:
 COUNTY OF COOK)

**FIRST SUPPLEMENTAL AFFIDAVIT OF JAMES H.M. SPRAYREGEN
UNDER 11 U.S.C. § 327(a) AND FED. R. BANKR. P. 2014**

JAMES H.M. SPRAYREGEN, ESQUIRE, being duly sworn, deposes and says:

1. I am a partner in the firm of Kirkland & Ellis ("K&E"), 200 East Randolph Drive, Chicago, Illinois 60601. I am admitted to practice in the Supreme Court of Illinois, the

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc.), E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

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United States District Court for the Northern District of Illinois, the United States Court of Appeals for the Seventh Circuit, the United States District Court for the Eastern District of Wisconsin, the United States District Court for the Western District of Michigan, the Supreme Court of New York, the Southern District of New York, the Eastern District of New York, the United States District Court for Arizona and the Supreme Court of the United States. I am authorized to make this affidavit on K&E's behalf.

2. On April 2, 2001 (the "Petition Date"), each of the Debtors filed a voluntary petition (collectively, the "Chapter 11 Cases") for relief under chapter 11 of title 11 of the United States Code (as amended, the "Bankruptcy Code"). On April 2, 2001, the Court entered an order procedurally consolidating the Chapter 11 Cases for administrative purposes only. Since the Petition Date, the Debtors have continued to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. On April 12, 2001, the office of the United States Trustee appointed (i) a committee of unsecured creditors in the Chapter 11 Cases (the "Creditors' Committee"), (ii) a committee of asbestos personal injury claimants (the "Asbestos Personal Injury Committee") and (iii) a committee of asbestos property damage claimants (the "Asbestos Property Damage Committee," collectively with the Creditors' Committee and the Asbestos Personal Injury Committee, the "Committees").

3. On April 2, 2001, K&E filed an application to be retained as attorneys for the Debtors (the "Application") in the Chapter 11 Cases. Notice of the motion was sent out on April 3, 2001, with a deadline date for objections of April 18, 2001. The following affidavit in support of the Application has been filed on behalf of K&E:

- a. Affidavit of James H.M. Sprayregen in Support of Application for Order Under 11 U.S.C. § 327(a) and Fed. R. Bankr. P. 2014(a) Authorizing the Employment and Retention of Kirkland & Ellis as

Attorneys for the Debtors and Debtors in Possession (the "Original Affidavit").

4. This supplement to the Original Affidavit (the "Supplement") is made pursuant to Fed. R. Bankr. P. 2014(a). Kirkland & Ellis will continue to report, upon identification, its connection to any of the entities listed on the exhibits attached to the Original Affidavit, members of the Committees and the professionals appointed by the Committees (when appointed) and any other entities where a potential conflict of interest may arise. Exhibit A to the Supplement contains a list of entities that are (i) additional parties to significant non-asbestos-related litigation that have not been previously searched for potential conflicts of interest, (ii) named co-defendants in two recently filed complaints in asbestos-related litigation naming W. R. Grace & Co. as defendant and (iii) certain other entities that do not appear on any of the exhibits to the Original Affidavit.²

5. This Supplement discloses additional representations by K&E that have come to my attention since the Affidavits were filed. As demonstrated below, K&E remains disinterested within the meaning of 11 U.S.C. § 101(14), as modified by 11 U.S.C. § 1107(b), and neither holds nor represents interests adverse to the Debtors or to the Debtors' estates.³

² The first two lists supplement, respectively, Exhibit D(1) and Exhibit D(2) to the Original Affidavit.

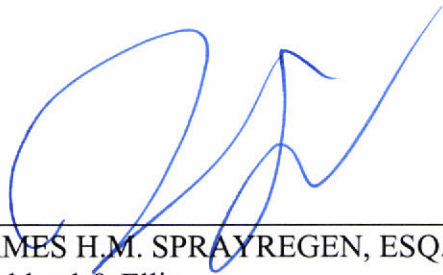
³ This table lists only entities that were not disclosed with respect to one or more of the exhibits to the Original Affidavit. For example, Shell Oil Company ("Shell") is listed as a named defendant in one of the two asbestos-related lawsuits and is thus listed in Exhibit A. Shell is not listed in the Supplement, however, because K&E's unrelated representation of Shell was previously disclosed in the Original Affidavit.

Name of Entity Searched	Name of Entity that is a K&E Client	Name of Affiliate of Entity that is a K&E Client	Brief Description of Representation
Radian International		Radian Corp.	K&E represents Radian Corp. in ongoing government contract matters that are unrelated to the Debtors.
CNA Insurance Co.	CNA Insurance Co.	Loews Corp.	K&E represents CNA Insurance Co. and certain of its affiliates in ongoing tax and other transactional matters that are unrelated to the Debtors.
Consolidated Container Corp.	Consolidated Container Corp.		Consolidated Container Corp. is a dormant client with no ongoing representation by K&E.
The Mennen Company	The Mennen Company	Colgate-Palmolive, Inc. ("Colgate")	The Mennen Company, a dormant client of K&E, is a wholly-owned subsidiary of Colgate. As disclosed in the Original Affidavit, K&E represents Colgate in a broad variety of transactional and litigation matters, all of which are unrelated to K&E's representation of the Debtors.
Stone Container Corp.		Smurfit-Stone Container Corp.	Smurfit-Stone Container Corp. is a dormant client with no ongoing representation by K&E.
Schering Plough Corp.	Schering Plough Corp.		K&E represents Schering Plough Corp. in ongoing litigation and intellectual property and other transactional matters that are unrelated to the Debtors.

6. K&E will continue to periodically review its files during the pendency of the Chapter 11 Cases to ensure that no conflicts or other disqualifying circumstances exist or arise. If any new relevant facts or relationships are discovered or arise, K&E will use reasonable efforts to identify such further developments and will promptly file a supplemental affidavit as Fed. R. Bankr. P. 2014(a) requires.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct.

Executed on April 17, 2001



JAMES H.M. SPRAYREGEN, ESQ.
Kirkland & Ellis
200 East Randolph Drive
Chicago, Illinois 60601
312/861-2000
312/861-2200 (fax)

Subscribed and sworn to before me
this 17th day of April, 2001



Notary Public

My Commission expires: 7/1/01

EXHIBIT A

Supplement to EXHIBIT D(1),
PLAINTIFFS AND OTHER PARTIES-IN INTEREST TO
NON-ASBESTOS LITIGATION AGAINST DEBTORS

Baker, William C.
Jaques, Eber E.
Miller, Bradford H.
Fisher, Montgomery R.
Ormsbee, Sharon R.
Rea, Marilyn
The Fisher Trust
Del Taco, Inc.
State of Idaho Department of Administration

Supplement to EXHIBIT D(2),
ASBESTOS LITIGATION SIGNIFICANT CO-DEFENDANTS⁴

Asbestospray Corporation
ABCO Inc.
ACCRA Pak, Inc.
ACRS TRECH Labs
Aerosol Specialties Corporation
Aerosol Systems Inc.
Air Products and Chemicals, Inc.
Alcoa, Inc. (successor-in-interest to Aluminum Company of America)
American Aerosols Company
American Oil Company (successor-in-interest to AMCO Inc.)
ANT Corp.
Approved Pharmaceutical Corp.
B.G. Pratt (successor-in-interest to Gabriel Chemicals, Inc.)
Bayer Corporation (successor-in-interest to Miles Laboratories, Inc.)
Bonat Inc.
Borden Chemicals, Inc.
Borden, Inc.
Boyle-Midway
Bridgestone/Firestone, Inc.
Brooks Drug, Inc.
Bulin Corporation, Inc. (f/k/a The Bulin Corporation)
Can Mfrs. Institute
Capital Packaging Company
Cardinal Industrial Finishes
Carnegie Mellon University
Carson Chemical Inc.
Carter Mfg. Company Inc.
Charles Reynolds, Inc.
Chemical Specialties Manufacturers Association
Chem-Tech Inc.
Choice Inc.
Clairol Incorporated
Colgate-Palmolive Company
Combe Incorporated
Compressed Gas Association

⁴ These co-defendants, unlike the parties heretofore listed in Exhibit D(2), are named co-defendants in two recently filed lawsuits, The County of Orange, Texas v. National Gypsum Company, et al., (260th Texas Judicial District Court, filed February 7, 2001), and Bland, et al. v. Air Products and Chemical, Inc., et al., Cause No. D-160-599 (136th Texas Judicial District Court, filed March 28, 2001).

Conoco, Inc.
Consolidated Container Company (f/k/a Continental Can Company, Inc.)
Contact Industries, Inc.
Copper Brite, Inc.
Copper Chemical Company
Cosmetic Toiletry & Fragrance Association
CPC International Inc. (n/k/a Bestfoods, Inc.)
CRC Industries, Inc. (f/k/a CRC Chemicals USA)
Crown Industrial Products Company
DBA Products Company
Del Corp.
Dial Corporation (The)
Drackett Products Company (The)
Dragoco Inc.
Egyptian Lacquer Mfg. Company
Ethyl Corporation
Eveready Products & Manufacturing Corporation
Eveready Products Corporation
Fel-Pro Chemical Products
Ford Motor Company
Formosa Chemicals & Fibre Corporation
Fuller Brush Company (The)
Gencorp, Inc.
Glidden-Durke SCM Corporate Group
Harley-Davidson Motor Company
Helene Curtis Industries, Inc.
Hydrosol Inc.
IKI Manufacturing Co., Inc.
J.C. Penney Inc.
Johnson & Johnson
Jordane Cosmetics, Inc.
Joseph Dixon Crucible Company
K&W Products Inc.
KNS Companies Inc.
Lee's Niagara Drug Corp.
Lehn & Fink Industrial Products
Marson Company
McCulloch Corp.
Mennen Company (The)
Miles Laboratories, Inc.
Murray Ohio Mfg. Company
National Laboratories L&F Products
Newman-Green Inc.
Noxell Corporation

Olin Corporation
Plasti-Kote Company Inc.
Polyone Corporation
Proctor & Gamble Distributing Company (The)
Realex Corporation
Red Devil Chemical Company
Revlon Inc.
Robintech Incorporated
Rust Oleum Corporation
Sandstrom Products Company
Schering Plough Corporation
Scientific International Research Inc.
Shell Chemical Co.
Shield Chemical Co., Inc.
Shield Packaging Co., Inc.
Shuttleworth Machinery Corp.
Siloo Inc.
Sinnett Lacquer Mfg. Company
Sprayon Products
Standard T Chemical Company, Inc.
Sterling Drug, Inc.
Taylor Made Business Products, Ltd.
Tech Spray, L.P.
Testor Corp.
Trail Chemical Corporation
Tru Serv Corporation (f/k/a Cotter & Company)
U.S. Refining Company
Unican Corporation
Valspar Corporation
W.J. Rusco Company
Woodhill Chemical Sales Corporation

Other Entities (Creditors, etc.)

Los Angeles Unified School District
CNA Insurance Co.
Radian International
Stone Packaging System
Ingersoll-Rand Fluid Products
Delta Chemical, Inc.
Zhagrus Environmental, Inc.

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:)	Chapter 11
)	
W. R. GRACE & CO., <u>et al.</u> , ¹)	Case No. 01-01139 (RJN)
)	Jointly Administered
Debtors.)	

SUPPLEMENTAL AFFIDAVIT OF SERVICE

STATE OF DELAWARE)
)SS
COUNTY OF NEW CASTLE)

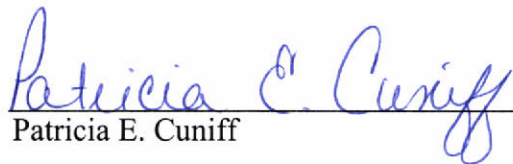
Patricia E. Cuniff, being duly sworn according to law, deposes and says that she is employed by the law firm of Pachulski, Stang, Ziehl, Young & Jones P.C., co-counsel for the Debtors, in the above-captioned action, and that on the 17th day of April, 2001 she caused a copy of the following document(s) to be served upon the attached service list(s) in the manner indicated:

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

1. First Supplemental Affidavit of James H.M. Sprayregen Under 11

U.S.C. § 327(a) and Fed. R. Bankr. P. 2014.

Dated: April 17, 2001


Patricia E. Cuniff

Sworn to and subscribed before
me this 17th day of April, 2001


Notary Public

My Commission Expires: 02/11/02

W. R. Grace 2002 Service List
Case No. 01-1139 (RJN)
Doc. No. 20058
April 17, 2001
04 – Hand Delivery
04 – Federal Express
40 – First Class Mail

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The Depository Trust Company
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c/o William McBain
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Carol Stream, IL 60132-2501

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Chicago, IL 60694-1029

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Chicago, IL 60673-1210

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Radian International
c/o Mary Harris
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Dallas, TX 75284-4130

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Atlanta Regional Office
Branch/Reorganization
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Atlanta, GA 30326-1232

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Secretary of State
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Franchise Tax
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